FORMED RECEIVED

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 1408900

OMB	APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	April 30, 2008	
Estimated average burden		
hours ner response	16.00	

	SEC USE ONLY	
Prefix	Serial	
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	DATE RECEIVED	
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Name of Offering (check if this is an amend	ment and name has changed, and	indicate change	3.)	
Convertible Promissory Notes and Warrant	to purchase shares of Series C	Convertible Pr	eferred Stock	
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505	■ Rule 506	□ Section 4(6) □ ULOE	A COOLIN BRANCA COOLIN BRANCA (OCCUPANTA DI CONTROL A CO
Type of Filing: □ New Filing ■ Amendmen	nt			
	A. BASIC II	DENTIFICATI	ON DATA	
1. Enter the information requested about the is	suer			07075415
Name of Issuer (□ check if this is an amendme	nt and name has changed, and in	dicate change.)		***
NitroSecurity, Inc.				
Address of Executive Offices (Number and	nd Street, City, State, Zip Code)		Telephone Number	(Including Area Code)
230 Commerce Way, Suite 325, Portsmouth,	NH 03801		603-766-8160	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City	, State, Zip Cod	e) Telephone Number	(Including Area Code)
Brief Description of Business:			·	DD
Develops advanced security solutions to pro-	ect enterprise computing netw	orks		PROCESSED AUG 27 2007 THOMSON FINANCIAL
Type of Business Organization				AUC 2-
■ corporation	 limited partnership, alt 	•	□ other (please spe	cify): 5 700 2 / 2007
D business trust	☐ limited partnership, to	be formed		THOMAS
	Month Year			FINANCIA
Actual or Estimated Date of Incorporation or C Jurisdiction of Incorporation or Organization: (■ Actual	☐ Estimated	" " WAINCIAL
Jurisdiction of incorporation of Organization: (CN for Canada; FN for			
			,	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
2. Enter the information requested for the	he following:				
 Each promoter of the issuer, if t 	the issuer has be	en organized within the p	oast five years;	0/	of coulty accompling of the igguer
 Each beneficial owner having the Each executive officer and directions. 	he power to vote	or dispose, or direct the	vote or disposition of, to	% or more or a cr stners of partners	ass of equity securities of the issuer;
Each general and managing par			general and transpart pa	inicis of paraiers	
Check Box(es) that Apply:	□ Promoter	[] Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Li Fioniotei	13 Belleficial Owner	Excedite officer	- Director	D Continuation
ruii Naille (Last haille 111st, 11 moividual)					
Levine, Kenneth R.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o NitroSecurity, Inc., 230 Commerce V	Van Suita 275	Portsmouth NH 03801	l		
Check Box(es) that Apply:	Promoter	D Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	C I TOMOG	G Beneficial Owner			
Tun rume (East mane tast, it morrismar)					
Christensen, Terry B.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o NitroSecurity, Inc., 230 Commerce V	Nev Suite 375	Partsmouth NH 03801	ı		
Check Box(es) that Apply:	□ Promoter	D Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		G Dellettetti o witti			
2 (2 (2					
Stewart, Howard D.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
c/o NitroSecurity, Inc., 230 Commerce V	Nav Suite 325	Portsmouth NH 03801	!		
Check Box(es) that Apply:	□Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Diffilliotes	C) Delicitoidi Owner	= Executive Cities.		
- Lin 1 (Line (Line) Line) Line / Line (Line)					
Parsons, John M.			·		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o NitroSecurity, Inc., 230 Commerce \	Nev Suite 325	Portsmouth NH 03801	l		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	C Homota	D Denencial Owner	D Exceller Offices		
1 27 1 12770 (2301 13270 1774) 27 27 27 27 27					
Smith, Howard S.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o NitroSecurity, Inc., 230 Commerce	Way, Suite 325.	Portsmouth, NH 03801	İ		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
,					
Rice III, Norman J.	<u> </u>	5 O' St	1-3		
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o NitroSecurity, Inc., 230 Commerce	Way, Suite 325.	Portsmouth, NH 0380	I		
Check Box(es) that Apply:	☐ Promoter	D Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
·					
McClead, Seth A.	Ol	Ctuart City State 7in Co	.da)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	rae)		
c/o NitroSecurity, Inc., 230 Commerce	Way, Suite 325,	Portsmouth, NH 0380	1		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Hayes, Martin F.		0' 0' 0' 7' 0			
Business or Residence Address	(Number and	Street, City, State, Zip Co	oue)		
c/o NitroSecurity, Inc., 230 Commerce	Way, Suite 325.	Portsmouth, NH 0380	1		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
•					
The Productivity Fund IV, L.P.	(A)t	State Office State of Co.			
Business or Residence Address	(Number and	Street, City, State, Zip Co	oue)		
One South Wacker Drive, Suite 3900, C	Chicago, IL 606	06			

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	n Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual) FA Private Equity Fund IV, L.P.						
Business or Residence Address	•	treet, City, State, Zip Co	de)			
One South Wacker Drive, Suite 3900, C Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	a riomota	be Delicited Cwiter	L LAUGHTO OTTO			
Brookline Venture Partners I, LLC						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
20 William Street, Suite G55, Wellesley,	MA 02481					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
Check Box(es) that Apply:	□ Promoter	C) Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	•					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

	B. INFORMATION ABOUT OFFERING		
		Yes	No
I.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	ā	
_	Answer also in Appendix, Column 2, if filing under ULOE.	\$ n/a	
2.	What is the minimum investment that will be accepted from any individual?	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual) ne.		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ []	AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	 	
	(Check "All States" or check individual States)	All States	
_ [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] (IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] (MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] (RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt Convertible Promissory Notes	\$_4,000,000	\$_4,000,000
	Equity	s	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)Warrant to purchase shares of Series C Convertible Preferred Stock	\$0	\$
	Partnership Interests	\$	s
	Other (Specify)	\$	\$
	Total	\$_4,000,000	\$_4,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	6	\$ <u>4,000,000</u>
	Non-accredited Investors	****	S
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
			\$
	Regulation A		•
			J
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	· ·	
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs		s
	Legal Fees	•	\$ 15,000
	Accounting Fees	o	s
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)	0	s
	Other Expenses (identify)		s
	Total		\$15,000

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXF	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offel and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			s _	3,985,000
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re-	any purpose is not known, furnish an est total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			s	۵	S
	Purchase of real estate			s	0	\$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$	o	\$
	Construction or leasing of plant buildings and fac-	lities		s		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or see	urities of another issuer pursuant to a		_		
	merger)		ū	\$	D	\$
	Repayment of indebtedness		0	\$		\$
	Working capital			s	•	\$ 3,985,000
	Other (specify):	.	. 0	\$. S
			۵	\$		\$
	Column Totals	***************************************	•	S0	=	\$_3,985,000_
Total Payments Listed (column totals added)			■ \$_3 ,9	85,000	_	
		D. FEDERAL SIGNATU	IRE			
an i	e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Secun-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon v	If this notice written reque	is filed under Rule 505, the st of its staff, the information	following s n furnished	signature constitutes by the issuer to any
	uer (Print or Type) roSecurity, Inc.	Signature William		Date August 2, 2007		
	me of Signer (Print or Type)	Title of Signer (Print or Type) Chief Financial Officer				
JOI	in ivi. Fufsons	Cupi rinanciai Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

